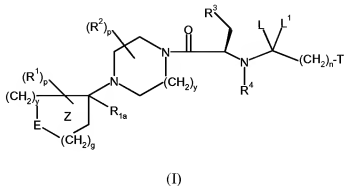


Amendments to the Claims

This listing of claims will replace all prior versions, and listings, of claims in this application:

I. (Currently Amended) A compound of formula I:



or a pharmaceutically acceptable salt, or stereoisomer thereof,

wherein:

L and L¹ combine together to form an oxo group;

E is: O, S, NR^{1b}, SO, SO₂, CR⁹, or C(R⁹)₂ wherein R⁹ combines with ~~and an~~ adjacent R¹ to form a 5, 6, or 7-member saturated or unsaturated carbocycle;

wherein the Z ring has 0; or 1 double bond between the C(R⁹) carbon and an adjacent carbon attached to R¹;

R¹ is selected from the group consisting of:

hydrogen, and

C₁-C₈ alkyl,

R_{1a} is hydrogen.

C₁-C₈ alkyl,

(D)C₃-C₇ cycloalkyl,

(D)phenyl,

(D)aryl,

wherein C₁-C₈ alkyl, C₃-C₇ cycloalkyl, phenyl, and aryl are optionally substituted with one to five substituents independently selected from the group consisting of halo, hydroxy,

C₁-C₈ alkyl, C₁-C₄ alkoxy, and C₁-C₄ haloalkyl; provided that halo and hydroxy groups are not substituted on a carbon atom adjacent to a heteroatom;

R^{1b} is: hydrogen,

C₁-C₈ alkyl,

(D)C₃-C₇ cycloalkyl,

SO₂(C₁-C₈ alkyl),

(D)C(O)C₁-C₄ alkyl,

(D)C(O)OC₁-C₄ alkyl, or

SO₂(D)phenyl, wherein the phenyl group is optionally substituted with one to five substituents selected from halo, and C₁-C₈ alkyl;

R² is: hydrogen, or

C₁-C₈ alkyl;

R³ is: phenyl, aryl or thienyl;

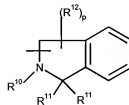
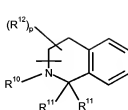
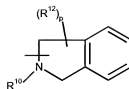
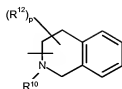
wherein phenyl, aryl and thienyl are optionally substituted with one to three substituents independently selected from the group consisting of:

cyano, perfluoroC₁-C₄ alkoxy, halo, C₁-C₈ alkyl, (D)C₃-C₇ cycloalkyl, C₁-C₄ alkoxy, C₁-C₄ haloalkyl;

R⁴ is: hydrogen,

C₁-C₈ alkyl,

T is:



R^9 is independently:

hydrogen,
(C₁-C₈) alkyl,
C₂-C₈ alkenyl,
C(O)C₁-C₈ alkyl, or
phenyl,

R^{10} is: hydrogen,

(C₁-C₈) alkyl,
C(O)C₁-C₈ alkyl, or
phenyl,

R^{11} is independently:

hydrogen, (C₁-C₈) alkyl, (D)phenyl, or aryl;

R^{12} is independently:

C₁-C₈ alkyl,
phenyl,
aryl;

D is: a bond or C₁-C₄ alkyl;

g is: 0, 1, or 2;

y is: 1-~~and~~;

n is: 0-8; and

p is 0-4.

2. (Canceled)

3. (Original) The compound according to Claim 1 wherein the Z ring is saturated.

4. (Canceled)

5. (Previously Presented) The compound according to Claim 3 wherein E is O, S, NR^{1b}, or SO₂.

6. (Canceled)

7. (Canceled)

8. (Previously Presented) The compound according to Claim 1 wherein for the Z ring R¹ is hydrogen.

9-10. (Canceled)

11. (Currently Amended) The compound according to Claim 10 wherein R^{1a}-R_{1a} is isopropyl, isobutyl, cyclohexylmethyl, phenyl, 2-fluorobenzyl or benzyl.

12. (Previously Presented) The compound according to Claim 1 wherein E is selected from the group consisting of: -NCH₃, -NCH(CH₃)₂, S, CR⁹, C(R⁹)₂, -NCH₂CH₃, and O.

13. (Previously Presented) The compound according to Claim 12 wherein E is C(R⁹)₂, wherein one R⁹ is selected from hydrogen and C₁-C₄ alkyl, and the other R⁹ combines with an adjacent R¹ to form a 5 or 6-member carbocycle.

14. (Previously Presented) The compound according to Claim 1 wherein R² is hydrogen.

15. (Previously Presented) The compound of Claim 1 wherein R³ is phenyl optionally being para-substituted with chloro, bromo, methoxy or methyl.

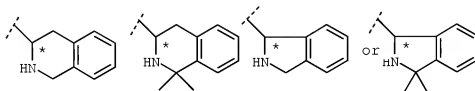
16. (Previously Presented) The compound of Claim 15 wherein R³ is phenyl para-substituted with chloro.

17. (Previously Presented) The compound of Claim 1 wherein R¹⁰ is hydrogen, C₁-C₄ alkyl, or C(O)C₁-C₄ alkyl.

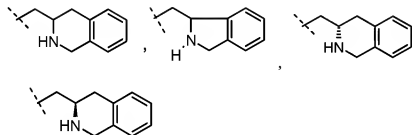
18. (Previously Presented) The compound of Claim 17 wherein R¹⁰ is hydrogen at each occurrence.

19. (Canceled)

20. (Previously Presented) The compound according to Claim 1 wherein "T" is a moiety of the formula:

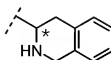


21. (Previously Presented) The compound according to Claim 1 wherein "T" is a moiety selected from the group consisting of:



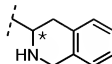
and

22. (Previously Presented) The compound of Claim 1 wherein T is a moiety of the formula:



wherein the carbon atom marked * represents a chiral center.

23. (Previously Presented) The compound of Claim 1 wherein L and L¹ are each hydrogen; and T is a moiety of the formula:



24. (Canceled)

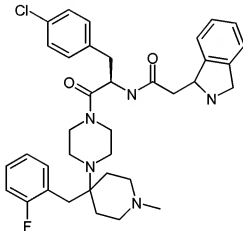
25. (Canceled)

26. (Canceled)

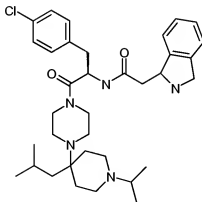
27. (Previously Presented) A pharmaceutical composition comprising a compound of Claim 1 and a pharmaceutical carrier.

28. (Withdrawn - Currently Amended) The pharmaceutical composition of Claim 27 further comprising a second active ingredient selected from the group consisting of an insulin sensitizer, insulin mimetic, sulfonylurea, alpha-glucosidase inhibitor, HMG-CoA reductase inhibitor, sequestrant cholesterol lowering agent, beta 3 adrenergic receptor agonist, neuropeptide Y antagonist, phosphodiester V inhibitor, and an ~~alpha-2~~ alpha 2 adrenergic receptor antagonist.

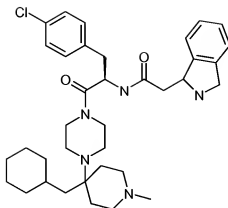
29. (Currently Amended) A compound selected from the group consisting of:



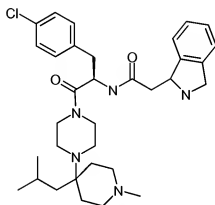
N-(1-(4-Chloro-benzyl)-2-{4-[4-(2-fluoro-benzyl)-1-methyl-piperidin-4-yl]-piperazin-1-yl}-2-oxo-ethyl)-2-(2,3-dihydro-1H-isoindol-1-yl)-acetamide,



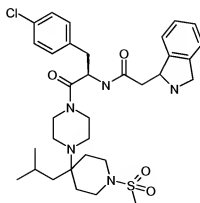
N-{1-(4-Chloro-benzyl)-2-[4-(4-isobutyl-1-isopropyl-piperidin-4-yl)-piperazin-1-yl]-2-oxo-ethyl}-2-(2,3-dihydro-1H-isoindol-1-yl)-acetamide,



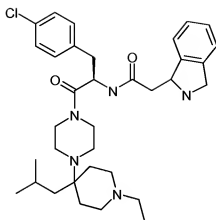
N- {1-(4-Chloro-benzyl)-2-[4-(4-cyclohexylmethyl-1-methyl-piperidin-4-yl)-piperazin-1-yl]-2-oxo-ethyl}-2-(2,3-dihydro-1H-isoindol-1-yl)-acetamide,



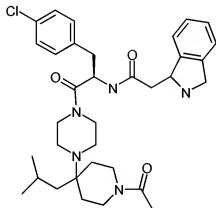
N- {1-(4-Chloro-benzyl)-2-[4-(4-isobutyl-1-methyl-piperidin-4-yl)-piperazin-1-yl]-2-oxo-ethyl}-2-(2,3-dihydro-1H-isoindol-1-yl)-acetamide,



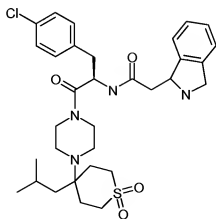
N- {1-(4-Chloro-benzyl)-2-[4-(4-isobutyl-1-methanesulfonyl-piperidin-4-yl)-piperazin-1-yl]-2-oxo-ethyl}-2-(2,3-dihydro-1H-isoindol-1-yl)-acetamide,



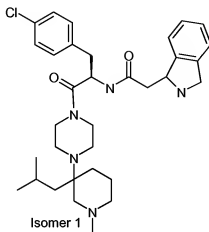
N- {1-(4-Chloro-benzyl)-2-[4-(1-ethyl-4-isobutyl-piperidin-4-yl)-piperazin-1-yl]-2-oxo-ethyl}-2-(2,3-dihydro-1H-isoindol-1-yl)-acetamide,



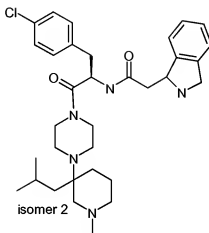
N-[2-[4-(1-Acetyl-4-isobutyl-piperidin-4-yl)-piperazin-1-yl]-1-(4-chloro-benzyl)-2-oxo-ethyl]-2-(2,3-dihydro-1H-isoindol-1-yl)-acetamide,



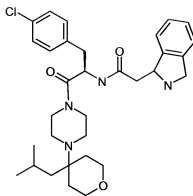
N-{1-(4-Chloro-benzyl)-2-[4-(4-isobutyl-1,1-dioxo-hexahydro-1H6-thiopyran-4-yl)-piperazin-1-yl]-2-oxo-ethyl}-2-(2,3-dihydro-1H-isoindol-1-yl)-acetamide,



N-{1-(4-Chloro-benzyl)-2-[4-(3-isobutyl-1-methyl-piperidin-3-yl)-piperazin-1-yl]-2-oxo-ethyl}-2-(2,3-dihydro-1H-isoindol-1-yl)-acetamide,

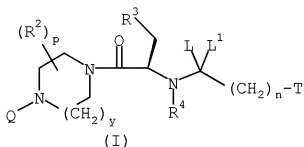


N-{1-(4-Chloro-benzyl)-2-[4-(3-isobutyl-1-methyl-piperidin-3-yl)-piperazin-1-yl]-2-oxo-ethyl}-2-(2,3-dihydro-1H-isoindol-1-yl)-acetamide,



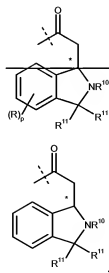
N-{1-(4-Chloro-benzyl)-2-[4-(4-isobutyl-tetrahydro-pyran-4-yl)-piperazin-1-yl]-2-oxo-ethyl}-2-(2,3-dihydro-1H-indol-1-yl)-acetamide, and

30. (Currently Amended) A process for preparing a compound of formula I:



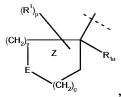
or a pharmaceutically acceptable salt or stereoisomer thereof,
wherein:

-CLL'-(CH₂)_n-T is:



R¹⁰ is a CBz or Boc protecting group, hydrogen, (C₁-C₈) alkyl, C(O)C₁-C₈ alkyl, or phenyl,;

Q is represented by the moiety:



L and L¹ combine together to form an oxo group;

E is: O, S, NR^{1b}, SO, SO₂, CR⁹, or C(R⁹)₂, wherein R⁹ combines with an adjacent R¹ to form a 5, 6, or 7-member saturated or unsaturated carbocycle;

wherein the Z ring has 0; or 1 double bond between CR⁹ and an adjacent carbon attached to R¹;

R¹ is selected from the group consisting of:

hydrogen, and

C₁-C₈ alkyl,

R_{1a} is: hydrogen;

C₁-C₈ alkyl,

(D)C₃-C₇ cycloalkyl,

(D)phenyl,

(D)aryl,

~~(D)heteroaryl;~~

wherein C₁-C₈ alkyl, C₃-C₇ cycloalkyl, phenyl, and aryl ~~and heteroaryl~~ are optionally substituted with one to five substituents independently selected from the group consisting of halo, hydroxy, C₁-C₈ alkyl, C₁-C₄ alkoxy, and C₁-C₄ haloalkyl; provided that halo and hydroxy groups are not substituted on a carbon atom adjacent to a heteroatom;

R^{1b} is: hydrogen,

C₁-C₈ alkyl,

(D)C₃-C₇ cycloalkyl,

SO₂(C₁-C₈ alkyl),

(D)C(O)C₁-C₄ alkyl,

(D)C(O)OC₁-C₄ alkyl, or

SO₂(D)phenyl, wherein the phenyl group is optionally substituted with one to five substituents selected from halo, and C₁-C₈ alkyl;

R² is: hydrogen, or

C₁-C₈ alkyl;

R³ is: phenyl, aryl or thienyl;

wherein phenyl, aryl and thienyl are optionally substituted with one to three substituents independently selected from the group consisting of:

cyano, perfluoroC₁-C₄ alkoxy, halo, C₁-C₈ alkyl, (D)C₃-C₇ cycloalkyl, C₁-C₄ alkoxy, and C₁-C₄ haloalkyl;

R⁴ is: hydrogen,

C₁-C₈ alkyl;

R⁹ is independently hydrogen, (C₁-C₈) alkyl, C₂-C₈ alkenyl, C(O)C₁-C₈ alkyl, or phenyl;

R¹¹ is independently:

hydrogen, (C₁-C₈) alkyl, (D)phenyl or aryl;

D is: a bond or C₁-C₄ alkyl;

g is: 0, 1, or 2;

y is: 1;

n is: 0-8; and

p is 0-4;

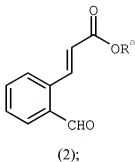
comprising the steps of:

a) reacting a compound having a structural formula 1:

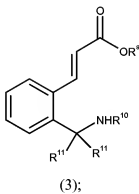


(1)

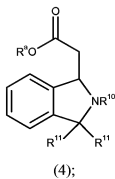
with $\text{CH}_2\text{CH}=\text{C}(\text{O})\text{OR}^a$ wherein R^a is hydrogen or $\text{C}_1\text{-C}_8$ alkyl and X is halo, in the presence of a catalyst and a base in a suitable organic solvent to give the compound of formula 2:



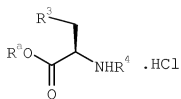
b) reductively aminating the compound of formula 2 in the presence of amine in an acidic condition to give a compound of formula 3:



c) cyclizing the compound of formula 3 by Michael addition to give a compound of formula 4 or stereoisomers thereof:

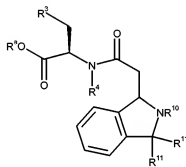


d) coupling the compound of formula 4 or stereoisomers thereof wherein R^a is H, with a compound of formula 5:



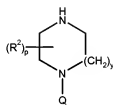
(5);

wherein R^a is C_1 - C_8 alkyl, to give a compound of formula 6:



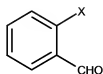
(6); and

e) coupling the compound of formula 6 wherein R^a is H, with a compound having a structural formula:



to afford the compound of formula 1.

31. (Previously Presented) The process of Claim 30, wherein:



in Step a) is 2-bromobenzaldehyde.

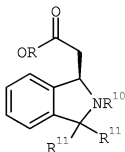
32. (Previously Presented) The process of Claim 30, wherein $\text{CH}_2\text{CH}=\text{C}(\text{O})\text{OR}^a$ in Step (a) is methylacrylate.

33. (Previously Presented) The process of Claim 30, wherein the catalyst in Step (a) is selected from the group consisting of: $\text{Pd}(\text{Ph}_3\text{P})_2\text{Cl}_2$, $\text{Pd}(\text{Ph}_3\text{P})_4\text{Cl}_2$, $\text{Pd}(\text{Ph}_3\text{P})_4$, $\text{Pd}(\text{Ph}_3\text{P})_2\text{Cl}_2/\text{CuI}$, $\text{Pd}(\text{OAc})_2/\text{Ph}_3\text{P}-\text{Bu}_4\text{NBr}$, $\text{Pd}(\text{Ph}_3\text{P})_4\text{Cl}_2/\text{H}_2$ and $\text{Pd}(\text{OAc})_2/\text{P}(\text{O}-\text{tol})_3$; and wherein the base in Step (a) is $\text{N}(\text{R})_3$ where R is hydrogen or $\text{C}_1\text{-C}_8$ alkyl.

34. (Previously Presented) The process of Claim 30, wherein the amine in Step (b) is selected from the group consisting of: benzylamine, alpha-methylbenzylamine and BocNH_2 .

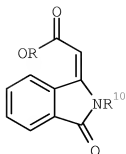
35. (Original) The process of Claim 34, wherein Step (b) further comprises the step of reducing an intermediate imine compound in the presence of reducing agent selected from the group consisting of: NaCNBH_3 , $\text{Na}(\text{OAc})_3\text{BH}$, NaBH_4/H^+ and a combination of Et_3SiH and TFA in CH_3CN or CH_2Cl_2 .

36. (Previously Presented) The process of Claim 30, wherein the stereoisomer of compound of formula (4) in Step (c) is a compound of formula 7a:



(7a).

37. (Previously Presented) The process of Claim 36, wherein the compound of formula 7a is prepared by asymmetric hydrogenation of a compound having structural formula,



38. (Previously Presented) The process of Claim 30, wherein the Michael addition in Step (c) is carried out under basic workup condition.

39. (Previously Presented) The process of Claim 30, wherein the Step (e) further comprises deprotecting or protecting the nitrogen of the NR¹⁰ substituent.

40-43. (Canceled)

44. (Previously Presented) A method of treating obesity in a mammal comprising the administration of a therapeutically effective amount of the compound of formula I as recited in Claim 1.

45-47. (Canceled)